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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- -X
In re

Chapter 11

RANDALL'S ISLAND FAMILY GOLF
CENTER, INC., et al

Case No. 00 B 41065 (SMB)
through 00 B 41196 (SMB)

Debtor.

(Jointly Administered)

----- -X

**NOTICE OF MOTION OF ALL STATE ASSOCIATES OF WEST PALM, LLC FOR AN
ORDER APPROVING ASSUMPTION AND ASSIGNMENT OF LEASE AND FOR
IMMEDIATE PAYMENT OF CURE AMOUNTS AND FOR OTHER RELIEF**

PLEASE TAKE NOTICE, that upon the annexed motion (the "Motion"), All State Associates of West Palm, LLC ("All State") will move before the Honorable Stuart M. Bernstein, Chief United States Bankruptcy Judge, on March 22, 2001 at 10:00 a.m. (the "Hearing Date"), in Courtroom 723 of United States Bankruptcy Court, One Bowling Green, New York, New York 10004, for an order pursuant to §365(d)(2) of Title 11, of the United States Code requiring the debtor GBGC Family Golf Centers, Inc. to immediately assume or reject its Lease Agreement with All State, pay cure amounts and other relief.

PLEASE TAKE FURTHER NOTICE, that objections, if any, to the relief requested in the Motion must be made in writing, and served upon and received by (i) counsel for All State, Loomis, Ewert, Parsley, Davis & Gotting, P.C., 232 South Capitol Avenue, Suite 1000, Lansing, Michigan

48823, Attn: Jeffrey S. Theuer, Esq.; (ii) the Office of the United States Trustee, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Brian Masumoto, Esq.; (iii) Golenbach, Eiseman, Assor, & Bell, P.C., 437 Madison Avenue, New York, New York 10022, Attn: Jonathan Flaxer, Esq.; and filed with the Court with a copy to Judge Bernstein's chambers not later than three (3) days prior to the Hearing Date.

Dated: March 1, 2001
Lansing, Michigan

**LOOMIS, EWERT, PARSLEY, DAVIS
& GOTTING, P.C.**

By: /s/Jeffrey S. Theuer
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TO: Service List

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**UNITED STATES BANKRUPTCY COURT
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In re

Chapter 11

RANDALL'S ISLAND FAMILY GOLF
CENTER, INC., et al

Case No. 00 B 41065 (SMB)
through 00 B 41196 (SMB)

Debtor.

(Jointly Administered)

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**MOTION FOR ORDER APPROVING ASSUMPTION AND ASSIGNMENT OF LEASE
WITH ALL STATE ASSOCIATES OF WEST PALM, LLC, AND FOR IMMEDIATE
PAYMENT OF CURE AMOUNTS AND OTHER RELIEF**

All State Associates of West Palm, LLC (hereinafter "All State"), by and through its undersigned attorneys moves this Honorable Court for an Order approving the assumption and assignment of the Debtor GBGC Family Golf Centers, Inc.'s ("Debtor") unexpired lease with All State (the "Lease") pursuant to 11 U.S.C. §365(d)(2), ordering the immediate payment of stipulated cure amounts, and sanctioning the Debtor and its counsel for Debtor's unreasonable and unjustifiable delay in finalizing a settlement reached approximately two months ago, and in support states as follows:

I. JURISDICTION

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §1334. This Motion represents a core proceeding pursuant to 28 U.S.C. §157(b)(2)(A) and (O). This Court has authority to grant the relief requested pursuant to 11 U.S.C. §365(d)(2).

II. THE PARTIES' AGREEMENT

2. At a hearing on October 11, 2000, the Court approved the assumption and assignment of the All State lease, subject to resolution of certain cure issues related to construction costs under the Lease.

3. Counsel for the Debtor and All State subsequently obtained construction estimates and ultimately negotiated a settlement of the construction cost aspect of the cure in the amount of \$67,867.50. The cure also included payment of all outstanding tax obligations under the Lease, some of which were and are seriously delinquent.

4. On January 2, 2001, counsel for All State confirmed the terms of the settlement of the cure issues with then-counsel for the Debtor via correspondence attached hereto as Exhibit A. Pursuant to the terms of the settlement, and at Debtor's request, counsel for the Debtor was to prepare the written Stipulation and Order, in large part because the Debtor wished to include certain language pro rating a portion of the cure obligations with Klak Golf Prime, LLC ("Klak"), the assignee, under other transactional documents to which All State was not a party. All State does not know the terms of those documents.

5. A status conference scheduled for January 4, 2001, was canceled based on Debtor counsel's representation that the matter was resolved, and that a Stipulation and Order would be immediately forthcoming.

6. Shortly after January 4, 2001, All State's counsel was notified by James Savin, Debtor's former counsel, that Debtor was changing counsel. Savin assured counsel for All State that the settlement with respect to the All State Lease would not be affected by the counsel change.

7. Counsel for All State subsequently contacted the Debtor's new counsel, Jonathan Flaxer, of Golenbach, Eisemen, Assor and Bell, regarding the settlement. On January 11, 2001, All State, through counsel, provided Flaxer with the terms of the settlement, and further notified new counsel of the importance of quickly resolving this matter due to a mortgage balloon payment which was coming due in February, 2001, and the difficulty All State would have in closing on sale of the property while the status of the lease was unresolved. All State's letter to Flaxer, dated January 11, 2001, is attached hereto as Exhibit B.

8. Despite repeated promises that the Stipulation and Order would be forthcoming, All State did not receive a draft Stipulation and Order until February 1, 2001. A copy of the facsimile cover sheet dated February 1, 2001 with attachment is attached hereto as Exhibit C.

9. All State reviewed the proposed Stipulation and Order, and returned the proposed document with certain suggested revisions on February 2, 2001. See Exhibit D.

10. Debtor's counsel, Jonathan Hacker, of the Golenbach, Eiseman, Assor and Bell firm subsequently confirmed by telephone that All State's proposed revisions were generally acceptable, and that a Stipulation and Order would be forwarded for signature within the next few days. Hacker promised to forward the Stipulation and Order on several other occasions by telephone. However, no Stipulation and Order has been received by All State.

11. On February 22, 2001, All State, through counsel, sent a letter to counsel for the Debtor again explaining why further delay in resolution of the assumption and assignment of the lease was causing damage to All State, and notifying Debtor that unless the Stipulation and Order could be finalized by Friday, February 23, 2001, All State would be forced to file a Motion to approve the

settlement on the agreed terms, and would seek sanctions if such a motion became necessary. All State received no response to that letter.

12. Counsel for All State again contacted Debtor's counsel on February 27, 2001, to inquire as to the status of the Stipulation and Order and was promised that the document would be received that day. To date, the Stipulation and Order has still not been received.

13. All State has no way of knowing whether the Debtor will ever produce a final Stipulation and Order with respect to the Lease. The document has been promised on numerous occasions, and the terms of the settlement have been finalized since at least January 2, 2001. The delay has caused All State problems in negotiating extensions of its balloon mortgage payment and restricted All State's use of the property as collateral. Further, All State is at risk in the event its lender were to refuse an extension since the property would be difficult to sell while the lease issue is unresolved. The Debtor has been forced to incur several months of additional interest and penalties on the tax obligations which remain unpaid. In the meantime, Klak Golf Prime, LLC, has been in possession and operating the facility under the Debtor's lease with All State since October, 2000, without authority from this Court, and the Debtor remains in default on its cure obligations.

III. REQUEST FOR SANCTIONS

14. This matter has been delayed by the Debtor beyond all reason. During the period of the delay, the estate has incurred additional cure obligations in the form of increased interest and penalties on tax obligations due under the Lease for tax year 1999, and for the tax year 2000, which became due after Klak took possession of the property. This is an administrative expense in addition to a required cure under 11 U.S.C. Section 365. All State has been forced to seek extensions of

mortgage balloon payments and incurred attorney fees, and the delay has complicated All State's efforts to close on the property with prospective purchasers. All State filed its Motion for an order requiring Debtor to assume or reject the Lease in July, 2000. All State has been forced to make at least four court appearances through counsel in connection with that Motion. The Debtor moved for repeated extensions of time in which to assume or reject the All State Lease, as well as several others. Debtor apparently always intended to assume the All State lease and assign it for value. Debtor has nonetheless delayed formal assumption and payment of cure amounts by more than seven months. Additionally, interest and penalties continue to accrue on the taxes which remain unpaid. Last years taxes are subject to tax sale within the next few months.

15. There is no reasonable justification for the lengthy delays in resolving this Lease. The delays have forced All State to incur attorney fees at various hearings, and increased the ultimate cure amounts to the Debtor.

16. At the very latest, this matter should have been resolved in the first week of January, 2001, when the settlement terms were finalized.

IV. WAIVER OF MEMORANDUM OF LAW

17. Given the nature of the relief requested in this Motion, All State respectfully requests that this Court dispense with and waive the requirement for submission of a memorandum of law contained in local rule 9013-1(b).

WHEREFORE, All State respectfully requests relief as follows:

A. Entry of an Order approving assumption and assignment of the Lease, and ordering immediate payments of cure amounts, in the form attached hereto as Exhibit E;

B. An award of All State's costs, including reasonable attorney fees incurred in preparing this Motion and attending any hearing with respect to this Motion; and

C. Such other and further relief as this Court deems just and equitable.

Respectfully submitted,

Dated: March 1, 2001
Lansing, Michigan

**LOOMIS, EWERT, PARSLEY, DAVIS
& GOTTING, P.C.**

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CERTIFICATE OF SERVICE

I, Jeffrey S. Theuer, an attorney, hereby certify that on Thursday, March 1, 2001, I caused a true and correct copy of the attached Motion for Order Approving Assumption and Assignment of Lease with All State Associates of West Palm, LLC, and for Immediate Payment of Cure Amounts and for Other Relief to be served via First Class, United States Mail, postage prepaid, upon the attached service list.

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